

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
)	

**ORDER GRANTING DEBTORS' FIFTY-SIXTH OMNIBUS OBJECTION
TO CLAIMS (NO LIABILITY FOR (A) NON-DEBTOR AND
(B) PAID AND SATISFIED CLAIMS)**

Upon the fifty-sixth omnibus claims objection, dated December 12, 2013 (the "Fifty-Sixth Omnibus Claims Objection")¹ of Residential Capital, LLC and its affiliated debtors in the above-referenced Chapter 11 Cases, as debtors and debtors in possession (collectively, the "Debtors"), seeking entry of an order, pursuant to section 502(b) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, and this Court's order approving procedures for the filing of omnibus objections to proofs of claim (ECF Doc. # 3294) (the "Procedures Order"), disallowing and expunging the Non-Debtor Claims on the grounds that they assert claims against entities that are not Debtors in these jointly administered Chapter 11 Cases, and the Paid and Satisfied Claims on the grounds that each Paid and Satisfied Claim represents an obligation for which the Debtors have no liability, all as more fully described in the Fifty-Sixth Omnibus Claims Objection; and it appearing that this Court has jurisdiction to consider the Fifty-Sixth Omnibus Claims Objection pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Fifty-Sixth Omnibus Claims Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C.

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Debtors' Fifty-Sixth Omnibus Claims Objection.

§ 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Fifty-Sixth Omnibus Claims Objection having been provided, and it appearing that no other or further notice need be provided; and upon consideration of the Fifty-Sixth Omnibus Claims Objection and the Declaration of Deanna Horst annexed thereto as Exhibit 1; and the Court having found and determined that the relief sought in the Fifty-Sixth Omnibus Claims Objection is in the best interests of the Debtors, their estates, creditors, and all parties in interest, and that the legal and factual bases set forth in the Fifty-Sixth Omnibus Claims Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor; it is

ORDERED that the relief requested in the Fifty-Sixth Omnibus Claims Objection is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, each Non-Debtor Claim listed on Exhibit A attached hereto under the heading “Claims to be Disallowed and Expunged” is hereby disallowed and expunged in its entirety; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, each Paid and Satisfied Claim listed on Exhibit B attached hereto is disallowed and expunged in its entirety; and it is further

ORDERED that Kurtzman Carson Consultants LLC, the Debtors’ notice and claims agent, is authorized and directed to expunge from the Claims Register the Non-Debtor Claims identified on the schedule attached as Exhibit A hereto and the Paid and Satisfied Claims identified on the schedule attached as Exhibit B hereto pursuant to this Order; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of any claim not otherwise listed on Exhibit A or Exhibit B attached

to this Order, and the Debtors' and any party in interest's rights to object on any basis are expressly reserved with respect to any claim listed on Exhibit A or Exhibit B as to which the Court does not grant the relief requested in the Fifty-Sixth Omnibus Claims Objection; and it is further

ORDERED that the Debtors are authorized and empowered to take all actions as may be necessary and appropriate to implement the terms of this Order; and it is further

ORDERED that notice of the Fifty-Sixth Omnibus Claims Objection, as provided therein, shall be deemed good and sufficient notice of such objection, and the requirements of Bankruptcy Rule 3007(a), the Case Management Procedures entered on May 23, 2012 (ECF Doc. # 141), the Procedures Order, and the Local Bankruptcy Rules of this Court are satisfied by such notice; and it is further

ORDERED that this Order shall be a final order with respect to each of the Non-Debtor Claims identified on Exhibit A attached hereto and the Paid and Satisfied Claims identified on Exhibit B attached hereto, as if each such Non-Debtor Claim and Paid and Satisfied Claim had been individually objected to; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

IT IS SO ORDERED.

Dated: January 8, 2014
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

Exhibit A

Non-Debtor Claims

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

FIFTY-SIXTH OBJECTION - NO LIABILITY - NON-DEBTOR (NON-BORROWER CLAIMS)

	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number	Reason for Disallowance
1	Cincinnati Bell Telephone 221 E. 4th Street ML 121-800 Cincinnati, OH 45202	245	07/02/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$4,741.09 General Unsecured	Residential Capital, LLC	12-12020	Claim was for services provided to a non-debtor entity.
2	City of Reading c/o Portnoff Law Associates, Ltd PO Box 3020 Norristown, PA 19401	6011	11/29/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority \$0.00 General Unsecured	GMAC Mortgage, LLC	12-12032	Claim was for services provided to a non-debtor entity.
3	OLD TOWN TOWNHOUSES CONDOMINIUMS 2006 N 30TH Unit No. 8 TACOMA, WA 98403	943	10/04/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured	Residential Capital, LLC	12-12020	Claim was for services provided to a non-debtor entity.
4	W B MASON COMPANY INC 59 CENTRE ST BROCKTON, MA 02301-4014	5276	11/16/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$403.26 General Unsecured	Residential Capital, LLC	12-12020	Claim was for services provided to a non-debtor entity.

Exhibit B

Paid and Satisfied Claims

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

FIFTY-SIXTH OMNIBUS OBJECTION - NO LIABILITY - PAID (NON-BORROWER CLAIMS)

	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number
1	COMMISSIONER OF ACCOUNTS P.O. BOX 320337 ALEXANDRIA, VA 22320	4042	11/09/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$316.00 General Unsecured	ETS of Virginia, Inc.	12-12026
2	SHAPIRO AND COMPANY 30 S 42ND AVE E DULUTH, MN 55804	2415	11/06/2012	\$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$400.00 General Unsecured	GMAC Mortgage USA Corporation	12-12031